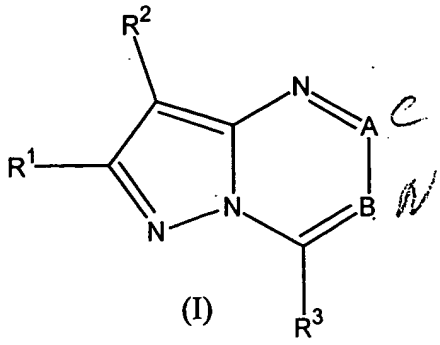


(I)

or a stereoisomer or pharmaceutically acceptable salt thereof, wherein:

A is CR^5;

B is N;

R^1 is independently selected from the group consisting of

H,
halogen,
CN,
C_{1-6} alkyl,
C_{2-10} alkenyl,
C_{2-10} alkynyl,
C_{3-6} cycloalkyl,
C_{1-6} alkyloxy,
C_{1-6} alkyl$S(O)_n$,
$-NR^{1a}R^{1b}$ wherein R^{1a} and R^{1b} are independently selected from
H, C_{1-4} alkyl, C_{3-8} cycloalkyl, $-C(O)C_{1-4}$alkyl,
C_{1-6} alkyl$NR^{1a}R^{1b}$,
$NR^{1a}COR^{1b}$,

$-C(O)NR^{1a}R^{1b}$,

$-O-C(O)C_{1-4}$alkyl,

$-XR^{1c}$ wherein R^{1c} is selected from H or $-C_{1-4}$ alkylaryl;

X is selected from 0 or $S(O)_n$,

wherein R^1 is substituted with 0-6 substituents selected from halogen, C_{1-4} alkyl, C_{3-8} cycloalkyl, C_{1-6} alkyloxy, C_{1-4} haloalkyl, C_{1-4} alkylamino, C_{2-8} dialkylamino, C_{1-4} alkylthio, C_{1-4} alkylsulfinyl or C_{1-4} alkylsulfonyl;

R^2 is selected from the group consisting of

H, OR^7, SH, NR^6R^7, $C(OH)R^6R^{6a}$, $C(OR^7)R^6R^{6a}$, $S(O)_nR^{13}$, COR^7, CO_2R^7, $CHR^6(OR^7)R^{6a}$, $OC(O)R^{13}$, NO, NO_2, $NR^6C(O)R^7$, $N(COR^7)_2$, $NR^8CONR^6R^7$, $NR^6CO_2R^7$; or

C_{1-10} alkyl,

C_{2-10} alkenyl,

C_{2-10} alkynyl,

C_{3-8} cycloalkyl,

C_{3-6} cycloalkyl C_{1-6} alkyl,

C_{1-10} alkyloxy,

C_{1-10} alkyloxyC_{1-10} alkyl,

$-SO_2-C_{1-10}$alkyl

$-SO_2R^{2a}$ wherein R^{2a} is aryl,

$-SO_2R^{2b}$ wherein R^{2b} is heteroaryl,

$-NR^{2c}R^{2d}$ wherein R^{2c} and R^{2d} are independently selected from H, C_{1-8} alkyl, $S(O)_nC_{1-4}$alkyl, $C(O)NR^{2c}R^{2d}$, CO_2C_{1-4}alkyl, C_{3-8} cycloalkyl, C_{1-6} alkyloxyC_{1-6} alkyl, $-C(O)C_{1-4}$alkyl or R^{2c} and R^{2d} may join to form a heterocyclic ring having 0-3 heteroatoms selected from O, N or S,

- halogen,

-CN,

-C(O)-L wherein L is selected from H, $NR^{2c}R^{2d}$, C_{1-6} alkyl or
OC_{1-4} alkyl, $O(CH_2)_mOR$ wherein R is C_{1-3} alkyl,
$O(CH_2)_m$-$NR^{2c}R^{2d}$,OH, $C(O)OC_{1-6}$alkyl or aryl or heteroaryl wherein m is 1-4;

-OC(O)-M wherein M is selected from C_{1-4} alkyl, C_{1-4} haloalkyl, C_{2-8} alkoxyalkyl, C_{3-6}cycloalkyl, C_{4-12} cycloalkylalkyl, aryl, C_{1-6} alkylaryl, heteroaryl, C_{1-6} alkylheteroaryl;

n is 0, 1 or 2; and wherein

R^2 is substituted with 0-3 substituents independently
selected from R', R'', R''' wherein R', R'' and R''' are independently selected from C_{1-6} alkyl, C_{3-7} cycloalkyl, hydroxyC_{1-6} alkyl, C_{1-6} alkyloxyC_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} alkyloxy, hydroxy, or

R^2 is substituted with 0-3 substituents independently selected from:

halogen,
-CN,
$-S(O)_nR^{2e}$ wherein R^{2e} is selected from C_{1-4} alkyl, C_{1-4} haloalkyl,C_{1-4} alkyloxy C_{1-4} alkyl, C_{3-6} cycloalkyl;

$-COR^{2f}$ wherein R^{2f} is selected from H, C_{1-4} alkyl, C_{1-4}
haloalkyl, C_{1-4} alkyloxy C_{1-4} alkyl, C_{3-6}
cycloalkyl, and C_{3-6} cycloalkylC_{1-4} alkyl;

$-CO_2R^{2f}$,
$-NR^{2g}COR^{2f}$ wherein R^{2g} is selected from H, C_{1-6} alkyl, C_{3-7} cycloalkyl, C_{3-6} cycloalkyl C_{1-6} alkyl;
$-N(COR^{2f})_2$,

$-NR^{2g}CONR^{2f}R^{2h}$, wherein R^{2h} is selected from H, C_{1-6} alkyl, C_{1-4} haloalkyl, C_{1-4} alkoxy C_{1-4} alkyl, C_{3-6} cycloalkyl and C_{3-6} cycloalkylC_{1-6} alkyl;

$-NR^{2g}CO_2R^{2e}$,

$-CONR^{2g}R^{2h}$,

1-morpholinyl,

1-piperidinyl,

1-piperazinyl,

and

C_{3-8} cycloalkyl wherein 0-1 carbon atoms in the C_{4-8} cycloalkyl is replaced by a group selected from

-O-, $-S(O)_n-$, $-NR^{2g}-$, $-NCO_2R^{2e}$, $-NCOR^{2e}$,

and $-NSO_2R^{2e}$; and wherein N^4 in

1-piperazinyl is substituted with 0-1

substituents selected from R^{2g}, CO_2R^{2e}, COR^{2e} and

SO_2R^{2e}; or

the group R^{2i}, R^{2j}, R^{2k}, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, Br, Cl, F, I, C_{1-4} haloalkyl, $-OR^{2g}$, $-NR^{2g}R^{2h}$, $-C_{1-6}$ alkyl-OR^{2g}, and C_{3-8} cycloalkyl which is substituted with 0-1 R^{2l} and in which 0-1 carbons of C_{4-8} cycloalkyl is replaced by -O-, wherein

R^{2i} is selected from aryl wherein aryl is selected from phenyl, naphthyl, indanyl and indenyl, each R^{2i} being substituted with 0-1 OR^{2m} and 0-5 substituents independently selected from the group C_{1-6} alkyl, C_{3-6} cycloalkyl, Br, Cl, F, I, C_{1-4} haloalkyl, -CN, nitro, -SH, $-S(O)_nR^{2n}$, $-COR^{2m}$, $-OC(O)R^{2n}$, $-NR^{2g}COR^{2m}$, $-N(COR^{2m})_2$, $-NR^{2g}CONR^{2o}R^{2p}$, $-NR^{2g}CO_2R^{2n}$, $-NR^{2o}R^{2p}$ and $-CONR^{2o}R^{2p}$;

R^{2j} is selected from heteroaryl wherein heteroaryl is selected from pyridyl, pyrimidinyl, triazinyl, furanyl, quinolinyl, isoquinolinyl, thienyl, imidazolyl, thiazolyl, indolyl, pyrrolyl, oxazolyl, benzofuranyl, benzothienyl, benzothiazolyl, benzoxazolyl, isoxazolyl, pyrazolyl, triazolyl, tetrazolyl, indazolyl, 2,3-dihydrobenzofuranyl, 2,3-dihydrobenzothienyl, 2,3-dihydrobenzothienyl-s-oxide, 2,3-dihydro-benzothienyl-S-dioxide, indolinyl, benzoxazolin-2-onyl, benzodioxolanyl and benzodioxane, each heteroaryl being substituted on 0-4 carbon atoms with a substituent independently selected from the group C_{1-6} alkyl, C_{3-6} cycloalkyl, Br, Cl, F, I, C_{1-4} haloalkyl, -CN, nitro, OR^{2m}, -SH, $-S(O)_nR^{2h}$, $-COR^{2m}$, $-OC(O)R^{2h}$, $-NR^{2g}COR^{2m}$, $-N(COR^{2m})_2$, $-NR^{2g}CONR^{2o}R^{2p}$, $-NR^{2g}CO_2R^{2h}$, $-NR^{2o}R^{2p}$ and $-CONR^{2o}R^{2p}$ and each heteroaryl being substituted on any nitrogen atom with 0-1 substituents selected from the group R^{2g}, CO_2R^{2e}, COR^{2e} and SO_2R^{2e};

R^{2k} is heterocyclyl which is a saturated or partially saturated heteroaryl as defined for R^{2j}, each heterocyclyl being substituted on 0-4 carbon atoms with a substituent independently selected from the group C_{1-6} alkyl, C_{3-6} cycloalkyl, Br, Cl, F, I, C_{1-4} haloalkyl, -CN, nitro, $-OR^{2m}$, -SH, $-S(O)_nR^{2h}$, $-COR^{2m}$, $-OC(O)R^{2h}$, $-NR^{2g}COR^{2m}$, $-N(COR^{2m})_2$, $-NR^{2g}CONR^{2o}R^{2p}$, $NR^{2g}CO_2R^{2h}$, $-NR^{2o}R^{2p}$ and $-CONR^{2o}R^{2p}$ and each heterocyclyl being substituted on any nitrogen atom with 0-1 substituents selected from the group R^{2f}, CO_2R^{2e}, COR^{2e} and SO_2R^{2e};

wherein

R^{2l} is H, C_{1-4} alkyl, C_{3-6} cycloalky-C_{1-4} alkyl or C_{3-8} cycloalkyl;

R^{2m} is H, C_{1-6} alkyl, C_{3-6} cycloalkyl C_{1-6} alkyl, C_{1-2} alkyloxy C_{1-2} alkyl, C_{1-4} haloalkyl, $R^{2q}S(0)_n$-C_{1-4} alkyl or $R^{2r}R^{2s}N$-C_{2-4} alkyl;

R^{2n} is H, C_{1-6} alkyl, C_{3-10} cycloalkyl, C_{3-6} cycloalkyl-C_{1-6} alkyl, C_{1-2} alkyloxy C_{1-2} alkyl, or C_{1-4} haloalkyl;

R^{2o} and R^{2p} are independently selected at each occurrence from H, C_{1-6} alkyl, C_{3-10} cycloalkyl, C_{3-6} cycloalkyl C_{1-6} alkyl and C_{1-4} haloalkyl;

R^{2q} is selected from C_{1-6} alkyl, C_{1-4} haloalkyl, C_{1-4} alkoxy- C_{1-4} alkyl, C_{3-6} cycloalkyl, C_{3-6} cycloalkyl- C_{1-6} alkyl, aryl, aryl(C_{1-4} alkyl), heteroaryl and heteroaryl (C_{1-4} alkyl)- and benzyl, each benzyl being substituted on the aryl moiety with 0-1 substituents selected from the group C_{1-4} alkyl, Br, Cl, F, I, C_{1-4} haloalkyl, nitro, C_{1-4} alkoxy C_{1-4} haloalkoxy, and dimethylamino;

$R^{2r}R^{2s}$ taken together with the N form 1-pyrrolidinyl, 1-morpholinyl, 1-piperidinyl or 1-piperazinyl wherein N^4 in 1-piperiazinyl is substituted with 0-1 substituents selected from the group R^{2t}, CO_2R^{2q}, COR^{2q} and SO_2R^{2q};

R^{2t} is selected from H, C_{1-4} alkyl, C_{1-4} haloalkyl, C_{1-4} alkoxy -C_{1-4} alkyl, C_{3-6} cycloalkyl, C_{3-6} cycloalkyl - C_{1-6} alkyl, aryl, aryl (C_{1-4} alkyl)-, heteroaryl and heteroaryl (C_{1-4} alkyl);

R^3 is an aryl or heteroaryl group attached through an unsaturated carbon atom;

aryl is selected from phenyl, naphthyl, indanyl and indenyl, each aryl being substituted with 0-5 substituents independently selected at each occurrence from C_{1-6} alkyl, C_{3-6} cycloalkyl, methylenedioxy, C_{1-4} alkyloxy-C_{1-4} alkyloxy, $-OR^{2m}$, Br, Cl, F, I, C_{1-4} haloalkyl, -CN, $-NO_2$, -SH, $-S(O)_nR^{2n}$, $-COR^{2m}$, $-CO_2R^{2m}$, $-OC(O)R^{2n}$, $-NR^{2g}COR^{2m}$, $-N(COR^{2m})_2$, $-NR^{2g}CONR^{2o}R^{2p}$, $-NR^{2g}CO_2R^{2h}$, $-NR^{2o}R^{2p}$ and $CONR^{2o}R^{2p}$;

heteroaryl is selected from the group pyridyl, pyrimidyl, triazinyl, furanyl, quinolinyl, isoquinolinyl, thienyl, imidazolyl, thiazolyl, indolyl, pyrrolyl, oxazolyl, benzofuranyl, benzothienyl, benzothiazolyl, benzoxazolyl, isoxazolyl, triazolyl, tetrazolyl, indazolyl, 2,3-dihydrobenzo-furanyl, 2,3-dihydrobenzothienyl, 2,3-dihydro-benzothienyl-S-oxide, 2,3-dihydrobenzothienyl-s-dioxide, indolinyl, benzoxazolin-2-on-yl, benzodioxolanyl and benzodioxane, each heteroaryl being substituted at 0-4 carbon atoms with a substituent

independently selected at each occurrence from the group C_{1-6} alkyl, C_{3-6} cycloalkyl, Br, F, I, C_{1-4} haloalkyl, -CN, $NR^{2g}R^{2h}$, nitro, $-OR^{2m}$, -SH, $-S(O)_nR^{2n}$, COR^{2m}, $-CO_2R^{2m}$, $-OC(O)R^{2n}$, $-NR^{2g}COR^{2m}$, $-N(COR^{2m})_2$, $-NR^{2g}CONR^{2o}R^{2p}$ and each heteroaryl being substituted at any nitrogen atom with 0-1 substituents selected from the group R^{2g}, CO_2R^{3a}, COR^{3a} and SO_2R^{3a} wherein,

R^{3a} is selected from the group C_{1-6} alkyl, C_{1-4} cycloalkyl-C_{1-6} alkyl and benzyl, each benzyl being substituted on the aryl moiety with 0-1 substituents selected from the group C_{1-4} alkyl, Br, Cl, F, I, C_{1-4} haloalkyl, nitro, C_{1-4} alkoxy, C_{1-4} haloalkoxy, and dimethylamino;

R^4 and R^5 are independently selected at each occurrence from H, Br, Cl, F, I, -CN, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-8} cycloalkyl, C_{1-6} alkyloxy, C_{1-6} alkylthio, C_{1-6} alkylsulfinyl, C_{1-6} alkylsulfonyl, amino, C_{1-4} alkylamino, $(C_{1-4}$ alkyl$)_2$ amino and phenyl, each phenyl is substituted with 0-3 groups selected from the group consisting of C_{1-7} alkyl, C_{3-8} cycloalkyl, Br, Cl, F, I, -C(O)H, C_{1-4} haloalkyl, nitro, C_{1-4} alkoxy, C_{1-4} haloalkoxy, C_{1-4} alkylthio, C_{1-4} alkylsulfinyl, C_{1-4} alkylsulfonyl, C_{1-6} alkylamino and $(C_{1-4}$ alkyl$)_2$ amino and wherein R^4 and R^5 non-phenyl groups may be substituted with 0-5 substituents selected from OH, halogen, -C(O)H, $-OC_{1-6}$-alkyl and C_{1-6} haloalkyl, C_{1-6} alkyl, C_{3-7} c-alkyl, C_{1-6} alkyl$(OH)_nCO_2R$ wherein R is H or C_{1-6} alkyl, C_{1-6} alkyl$(OH)_n$,wherein n is 0-3 or R^4 and R^5 may join together to form a C_{3-6} alkylene chain;

R^6, R^{6a} and R^7 are independently selected from:
H, C_{1-10} alkyl, C_{3-10} cycloalkyl, C_{3-10} alkenyl, C_{3-10} alkynyl, C_{1-10} haloalkyl, C_{2-8} alkoxyalkyl, C_{4-12} cycloalkylalkyl, C_{5-10} cycloalkenyl, and C_{6-14} cycloalkenylalkyl;

R^6, R^{6a} and R^7 are substituted with 0-6 substituents independently selected from halogen, C_{1-4} alkyl, C_{3-8} cycloalkyl, C_{1-6} alkyloxy and C_{1-4} haloalkyl;

with the proviso that the compounds of Formula I with R^1, R^2, R^3, R^4 and R^5 as specifically defined below are excluded:

(a) a compound of formula I wherein R^5 is o-hydroxyphenyl, R^3 = o-hydroxyphenyl, R^1=SMe and R^2 =CN ;

(b) a compound of formula I wherein R^5=CH_3, R^1 = Ph, R^2 = Br and R^3 is Ph;

(e) a compound of formula I wherein R^5 = ethyl, R^1 = Me, R^2 = H and R^3 = N-methyl-piperazin-N-yl;

(f) a compound of formula I wherein R^5 is p-Cl-Ph, R^1=H, R^2=H and R^3 = p-CF_3-Ph ;

(g) a compound of formula I wherein R^5=p-Cl-Ph, R^1= CH_3, R^2=H, R^3= p-CF_3-Ph ;

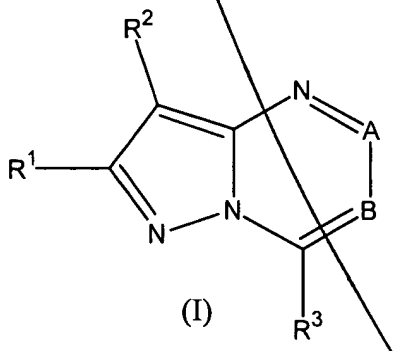
(h) a compound of formula I wherein R^5=Ph, R^1 = Me, R^2=H, R^3=p-CF_3-Ph ;

(i) a compound of formula I wherein R^5=Ph, R^1=H, R^2=H, R^3=p-CF_3-Ph ;

(j) a compound of formula I wherein R^3 = Ph and R^2 is H, Br, CN, CO_2Et or Cl ;

(k) a compound of formula I wherein R^5 = CH_3, C_2H_5 or Ph, R^1=H, R^2=H and R^3=Ph.

2. (amended once) A compound of formula I:



(I)

or a stereoisomer or pharmaceutically acceptable salt thereof, wherein:

A is CR^5;

B is N

$R^{1'}$ is independently selected from the group consisting of

H,
halogen,
CN,
C_{1-6} alkyl,
C_{2-10} alkenyl,
C_{2-10} alkynyl,
C_{3-6} cycloalkyl,
C_{1-6} alkyloxy,
C_{1-6} alkyl$S(O)_n$,
$-NR^{1a}R^{1B}$ wherein R^{1a} and R^{1b} are independently selected from
H, C_{1-4} alkyl, C_{3-8} cycloalkyl, $-C(O)C_{1-4}$alkyl,
C_{1-6} alkyl$NR^{1a}R^{1b}$,
$NR^{1a}COR^{1b}$,
$-C(O)NR^{1a}R^{1b}$,
$-O-C(O)C_{1-4}$alkyl,

$-XR^{1c}$ wherein R^{1c} is selected from H or $-C_{1-4}$ alkylaryl;
X is selected from 0 or $S(O)_n$,

wherein R^1 is substituted with 0-6 substituents selected from halogen, C_{1-4} alkyl, C_{3-8} cycloalkyl, C_{1-6} alkyloxy, C_{1-4} haloalkyl, C_{1-4}alkylamino, C_{2-8}dialkylamino, C_{1-4}alkyloxy, C_{1-4} alkylthio, C_{1-4} alkylsulfinyl or C_{1-4} alkylsulfonyl;

R^2 is selected from the group consisting of
OR^7, SH, NR^6R^7, $C(OH)R^6R^{6a}$, $C(OR^7)R^6R^{6a}$, $S(O)_nR^{13}$, COR^7, CO_2R^7, $CHR^6(OR^7)R^{6a}$, $OC(O)R^{13}$, NO, NO_2, $NR^6C(O)R^7$, $N(COR^7)_2$, $NR^8CONR^6R^7$ or $NR^6CO_2R^7$; or R^2 is selected from:

C_{1-10} alkyl,
C_{2-10} alkenyl,
C_{2-10} alkynyl,
C_{3-8} cycloalkyl,
C_{3-6} cycloalkyl C_{1-6} alkyl,
C_{1-10} alkyloxy,
C_{1-10} alkyloxyC_{1-10} alkyl,
$-SO_2-C_{1-10}$alkyl
$-SO_2R^{2a}$ wherein R^{2a} is aryl,
$-SO_2R^{2b}$ wherein R^{2b} is heteroaryl,
$-NR^{2C}R^{2D}$ wherein R^{2c} and R^{2d} are independently selected from H, C_{1-8} alkyl, $S(O)_nC_{1-4}$alkyl, $C(O)NR^{2c}R^{2d}$, CO_2C_{1-4}alkyl, C_{3-8} cycloalkyl, C_{1-6} alkyloxyC_{1-6} alkyl, $-C(O)C_{1-4}$alkyl or R^{2c} and R^{2d} may join to form a heterocyclic ring having 0-3 heteroatoms selected from O, N or S,

-C(O)-L wherein L is selected from H, $NR^{2c}R^{2d}$, and C_{1-6} alkyl $O(CH_2)_mOR$ wherein R is C_{1-3} alkyl, $O(CH_2)_m$-$NR^{2c}R^{2d}$,OH, $C(O)OC_{1-6}$alkyl, or aryl or heteroaryl wherein m is 1-4; or

-OC(O)-M wherein M is selected from C_{1-4} alkyl, C_{1-4} haloalkyl, C_{2-8} alkoxyalkyl, C_{3-6} cycloalkyl, C_{4-12} cycloalkylalkyl, aryl, C_{1-6} alkylaryl, heteroaryl, and C_{1-6} alkylheteroaryl;

n is 0, 1 or 2; and wherein

R^2 is substituted with 0-3 substituents independently selected from R', R'', R''' wherein R', R'' and R''' are independently selected from C_{1-6} alkyl, C_{3-7} cycloalkyl, hydroxyC_{1-6} alkyl, C_{1-6} alkyloxyC_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} alkyloxy, and hydroxy, or

R^2 is substituted with 0-3 substituents independently selected from:

halogen,

-CN,

$-S(O)_nR^{2e}$ wherein R^{2e} is selected from C_{1-4} alkyl, C_{1-4} haloalkyl, C_{1-4} alkyloxy C_{1-4} alkyl, and C_{3-6} cycloalkyl;

$-COR^{2f}$ wherein R^{2f} is selected from H, C_{1-4} alkyl, C_{1-4} haloalkyl, C_{1-4} alkyloxy C_{1-4} alkyl, C_{3-6} cycloalkyl, and C_{3-6} cycloalkylC_{1-4} alkyl;

$-CO_2R^{2f}$,

$-NR^{2g}COR^{2f}$ wherein R^{2g} is selected from H, C_{1-6} alkyl, C_{3-7} cycloalkyl, and C_{3-6} cycloalkyl C_{1-6} alkyl;

$-N(COR^{2f})_2$,

$-NR^{2g}CONR^{2f}R^{2h}$, wherein R^{2h} is selected from H, C_{1-6} alkyl, C_{1-4} haloalkyl, C_{1-4} alkoxy C_{1-4} alkyl, C_{3-6} cycloalkyl and C_{3-6} cycloalkylC_{1-6} alkyl;

$-NR^{2g}CO_2R^{2e}$,

$-CONR^{2g}R^{2h}$,

1-morpholinyl,
1-piperidinyl,
1-piperazinyl,
and
C_{3-8} cycloalkyl wherein 0-1 carbon atoms in the C_{4-8} cycloalkyl is replaced by a group selected from
-O-, $-S(O)_n-$, $-NR^{2g}-$, $-NCO_2R^{2e}$, $-NCOR^{2e}$,
and $-NSO_2R^{2e}$; and wherein N^4 in
1-piperazinyl is substituted with 0-1
substituents selected from R^{2g}, CO_2R^{2e}, COR^{2e} and
SO_2R^{2e}; or

the group R^{2i}, R^{2j}, R^{2k}, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, Br, Cl, F, I, C_{1-4} haloalkyl, $-OR^{2g}$, $-NR^{2g}R^{2h}$, $-C_{1-6}$ alkyl-OR^{2g}, and C_{3-8} cycloalkyl which is substituted with 0-1 R^{2l} and in which 0-1 carbons of C_{4-8} cycloalkyl is replaced by -O-, wherein

R^{2i} is selected from aryl wherein aryl is selected from phenyl, naphthyl, indanyl and indenyl, each R^{2i} being substituted with 0-1 OR^{2m} and 0-5 substituents independently selected from the group C_{1-6} alkyl, C_{3-6} cycloalkyl, Br, Cl, F, I, C_{1-4} haloalkyl, -CN, nitro, -SH, $-S(O)_nR^{2n}$, $-COR^{2m}$, $-OC(O)R^{2n}$, $-NR^{2g}COR^{2m}$, $-N(COR^{2m})_2$, $-NR^{2g}CONR^{20}R^{2p}$, $-NR^{2g}CO_2R^{2n}$, $-NR^{2o}R^{2p}$ and $-CONR^{2o}R^{2p}$;

R^{2j} is selected from heteroaryl wherein heteroaryl is selected from pyridyl, pyrimidinyl, triazinyl, furanyl, quinolinyl, isoquinolinyl, thienyl, imidazolyl, thiazolyl, indolyl, pyrrolyl, oxazolyl, benzofuranyl, benzothienyl, benzothiazolyl, benzoxazolyl, isoxazolyl, pyrazolyl, triazolyl, tetrazolyl, indazolyl, 2,3-dihydrobenzofuranyl, 2,3-dihydrobenzothienyl, 2,3-dihydrobenzothienyl-s-oxide, 2,3-dihydro-benzothienyl-S-dioxide, indolinyl, benzoxazolin-2-

onyl, benzodioxolanyl and benzodioxane, each heteroaryl being substituted on 0-4 carbon atoms with a substituent independently selected from the group C_{1-6} alkyl, C_{3-6} cycloalkyl, Br, Cl, F, I, C_{1-4} haloalkyl, -CN, nitro, OR^{2m}, -SH, $-S(O)_nR^{2h}$, $-COR^{2m}$, $-OC(O)R^{2h}$, $-NR^{2g}COR^{2m}$, $-N(COR^{2m})_2$, $-NR^{2g}CONR^{2o}R^{2p}$, $-NR^{2g}CO_2R^{2h}$, $-NR^{2o}R^{2p}$ and $-CONR^{2o}R^{2p}$ and each heteroaryl being substituted on any nitrogen atom with 0-1 substituents selected from the group R^{2g}, CO_2R^{2e}, COR^{2e} and SO_2R^{2e};

R^{2k} is heterocyclyl which is a saturated or partially saturated heteroaryl as defined for R^{2j}, each heterocyclyl being substituted on 0-4 carbon atoms with a substituent independently selected from the group C_{1-6} alkyl, C_{3-6} cycloalkyl, Br, Cl, F, I, C_{1-4} haloalkyl, -CN, nitro, $-OR^{2m}$, -SH, $-S(O)_nR^{2h}$, $-COR^{2m}$, $-OC(O)R^{2h}$, $-NR^{2g}COR^{2m}$, $-N(COR^{2m})_2$, $-NR^{2g}CONR^{2o}R^{2p}$, $NR^{2g}CO_2R^{2h}$, $-NR^{2o}R^{2p}$ and $-CONR^{2o}R^{2p}$ and each heterocyclyl being substituted on any nitrogen atom with 0-1 substituents selected from the group R^{2f}, CO_2R^{2e}, COR^{2e} and SO_2R^{2e};

wherein

R^{2l} is H, C_{1-4} alkyl, C_{3-6} cycloalky-C_{1-4} alkyl or C_{3-8} cycloalkyl;

R^{2m} is H, C_{1-6} alkyl, C_{3-6} cycloalkyl C_{1-6} alkyl, C_{1-2} alkyloxy C_{1-2} alkyl, C_{1-4} haloalkyl, $R^{2q}S(0)_n$-C_{1-4} alkyl or $R^{2r}R^{2s}N$-C_{2-4} alkyl;

R^{2n} is H, C_{1-6} alkyl, C_{3-10} cycloalkyl, C_{3-6} cycloalkyl-C_{1-6} alkyl, C_{1-2} alkyloxy C_{1-2} alkyl, or C_{1-4} haloalkyl;

R^{2o} and R^{2p} are independently selected at each occurrence from H, C_{1-6} alkyl, C_{3-10} cycloalkyl, C_{3-6} cycloalkyl C_{1-6} alkyl and C_{1-4} haloalkyl;

R^{2q} is selected from C_{1-6} alkyl, C_{1-4} haloalkyl, C_{1-4} alkoxy- C_{1-4} alkyl, C_{3-6} cycloalkyl, C_{3-6} cycloalkyl- C_{1-6} alkyl, aryl, aryl(C_{1-4} alkyl), heteroaryl and heteroaryl (C_{1-4} alkyl)- and benzyl, each benzyl being substituted on the aryl moiety with 0-1 substituents selected from the group C_{1-4} alkyl, Br, Cl, F, I, C_{1-4} haloalkyl, nitro, C_{1-4} alkoxy C_{1-4} haloalkoxy, and dimethylamino;

$R^{2r}R^{2s}$ taken together with the N form 1-pyrrolidinyl, 1-morpholinyl, 1-piperidinyl or 1-piperazinyl wherein N^4 in 1-piperiazinyl is substituted with 0-1 substituents selected from the group R^{2t}, CO_2R^{2q}, COR^{2q} and SO_2R^{2q};

R^{2t} is selected from H, C_{1-4} alkyl, C_{1-4} haloalkyl, C_{1-4} alkoxy -C_{1-4} alkyl, C_{3-6} cycloalkyl, C_{3-6} cycloalkyl - C_{1-6} alkyl, aryl, aryl (C_{1-4} alkyl)-, heteroaryl and heteroaryl (C_{1-4} alkyl);

R^3 is selected from an aryl or heteroaryl group attached through an unsaturated carbon atom;

aryl is selected from phenyl, naphthyl, indanyl and indenyl, each aryl being substituted with 0-5 substituents independently selected at each occurrence from C_{1-6} alkyl, C_{3-6} cycloalkyl, methylenedioxy, C_{1-4} alkyloxy-C_{1-4} alkyloxy, -OR^{2m}, Br, Cl, F, I, C_{1-4} haloalkyl, -CN, -NO_2, -SH, -$S(O)_nR^{2n}$, -COR^{2m}, -CO_2R^{2m}, -$OC(O)R^{2n}$, -$NR^{2g}COR^{2m}$, -$N(COR^{2m})_2$, -$NR^{2g}CONR^{2o}R^{2p}$, -$NR^{2g}CO_2R^{2h}$, -$NR^{2o}R^{2p}$ and $CONR^{2o}R^{2p}$;

heteroaryl is selected from the group pyridyl, pyrimidyl, triazinyl, furanyl, quinolinyl, isoquinolinyl, thienyl, imidazolyl, thiazolyl, indolyl, pyrrolyl, oxazolyl, benzofuranyl, benzothienyl, benzothiazolyl, benzoxazolyl, isoxazolyl, triazolyl, tetrazolyl, indazolyl, 2,3-dihydrobenzo-furanyl, 2,3-dihydrobenzothienyl, 2,3-dihydro-benzothienyl-S-oxide, 2,3-dihydrobenzothienyl-s-dioxide, indolinyl, benzoxazolin-2-on-yl, benzodioxolanyl and benzodioxane, each heteroaryl being substituted at 0-4 carbon atoms with a substituent independently selected at each occurrence from C_{1-6} alkyl, C_{3-6} cycloalkyl, Br, F, I, C_{1-4} haloalkyl, -CN, $NR^{2g}R^{2h}$, nitro, -OR^{2m}, -SH, -$S(O)_nR^{2n}$, COR^{2m}, -CO_2R^{2m}, -$OC(O)R^{2n}$, -$NR^{2g}COR^{2m}$, -$N(COR^{2m})_2$, and -$NR^{2g}CONR^{2o}R^{2p}$ and each heteroaryl being substituted at any

nitrogen atom with 0-1 substituents selected from the group R^{2g}, CO_2R^{3a}, COR^{3a} and SO_2R^{3a} wherein,

R^{3a} is selected from the group C_{1-6} alkyl, C_{1-4} cycloalkyl-C_{1-6} alkyl and benzyl, each benzyl being substituted on the aryl moiety with 0-1 substituents selected from the group C_{1-4} alkyl, Br, Cl, F, I, C_{1-4} haloalkyl, nitro, C_{1-4} alkoxy, C_{1-4} haloalkoxy, and dimethylamino;

R^4 and R^5 are independently selected at each occurrence from H, Br, Cl, F, I, -CN, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{3-8} cycloalkyl, C_{1-6} alkyloxy, C_{1-6} alkylthio, C_{1-6} alkylsulfinyl, C_{1-6} alkylsulfonyl, amino, C_{1-4} alkylamino, $(C_{1-4}$ alkyl$)_2$ amino and phenyl, each phenyl is substituted with 0-3 groups selected from the group consisting of C_{1-7} alkyl, C_{3-8} cycloalkyl, Br, Cl, F, I, -C(O)H, C_{1-4} haloalkyl, nitro, C_{1-4} alkoxy, C_{1-4} haloalkoxy, C_{1-4} alkylthio, C_{1-4} alkylsulfinyl, C_{1-4} alkylsulfonyl, C_{1-6} alkylamino and $(C_{1-4}$ alkyl$)_2$ amino and wherein R^4 and R^5 non-phenyl groups may be substituted with 0-5 substituents selected from OH, halogen, -C(O)H, -OC_{1-6}-alkyl and C_{1-6} haloalkyl, C_{1-6} alkyl, C_{3-7} c-alkyl, C_{1-6} alkyl$(OH)_nCO_2R$ wherein R is H or C_{1-6} alkyl, C_{1-6} alkyl$(OH)_n$,wherein n is 0-3 or R^4 and R^5 may join together to form a C_{3-6} alkylene chain;

R^6, R^{6a} and R^7 are independently selected from:
H, C_{1-10} alkyl, C_{3-10} cycloalkyl, C_{3-10} alkenyl, C_{3-10} alkynyl, C_{1-10} haloalkyl, C_{2-8} alkoxyalkyl, C_{4-12} cycloalkylalkyl, C_{5-10} cycloalkenyl, and C_{6-14} cycloalkenylalkyl; and

R^6, R^{6a} and R^7 are substituted with 0-6 substituents independently selected from halogen, C_{1-4} alkyl, C_{3-8} cycloalkyl, C_{1-6} alkyloxy, and C_{1-4} haloalkyl.

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4. (amended once) The compound according to Claim 1 or 2 wherein

R^1 is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, C_{1-6} alkoxy, C_{1-6} alkylthio, and -XR^{1c} wherein R^1 is substituted with 0-6 substituents selected from halogen, C_{1-4} alkyl or C_{1-4} haloalkyl;

R^2 is selected from C_{1-10} alkyl, C_{2-10} alkenyl, C_{2-10} alkynyl, C_{3-8} cycloalkyl, C_{3-6} cycloalkyl C_{1-6} alkyl, and $-NR^{2c}R^{2d}$ wherein R^2 is unsubstituted or substituted with 1-3 substituents independently selected from the group R^{2i}, R^{2j}, R^{2k}, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, Br, Cl, F, I, C_{1-4} haloalkyl, $-OR^{2g}$, $-NR^{2g}R^{2h}$, $-C_{1-6}$ alkyl-OR^{2g}, and C_{3-8} cycloalkyl which is substituted with 0-1 R^{2l} and in which 0-1 carbons of C_{4-8} cycloalkyl is replaced by -O-.

5. (amended once) The compound according to Claim 1 or 2 wherein R^3 is phenyl substituted with 0-5 substituents independently selected at each occurrence from C_{1-6} alkyl, C_{3-6} cycloalkyl, methylenedioxy, C_{1-4} alkyloxy-C_{1-4} alkyloxy, $-OR^{2m}$, Br, Cl, F, I, C_{1-4} haloalkyl, -CN, $-NO_2$, -SH, $-S(O)_nR^{2n}$, $-COR^{2m}$, $-CO_2R^{2m}$, $-OC(O)R^{2n}$, $-NR^{2g}COR^{2m}$, $-N(COR^{2m})_2$, $-NR^{2g}CONR^{2o}R^{2p}$, $-NR^{2g}CO_2R^{2h}$, $-NR^{2o}R^{2p}$ and $CONR^{2o}R^{2p}$; or pyridyl substituted at 0-4 carbon atoms with a substituent independently selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, Br, F, I, C_{1-4} haloalkyl, -CN, $NR^{2g}R^{2h}$, nitro, $-OR^{2m}$, -SH, $-S(O)_nR^{2n}$, COR^{2m}, $-CO_2R^{2m}$, $-OC(O)R^{2n}$, $-NR^{2g}COR^{2m}$, $-N(COR^{2m})_2$, and $-NR^{2g}CONR^{2o}R^{2p}$.

6. (amended once) The compounds according to Claim 1 or 2 wherein R^3 is substituted with 0-4 substituents independently selected from halogen, C_{1-4} alkyloxy, C_{1-6} alkyl and NR'R'' wherein R' and R'' are independently selected from H and C_{1-6} alkyl.

8. (amended once) The compound according to Claim 1 or 2 wherein R^2 is selected from 3-pentyl, NEt_2, butyl, $NHCH(CH_2OMe)_2$, $NHCH(CH_2OEt)_2$,$NHCH(Et)CH_2OMe$, NH-3-heptyl, NH-3-pentyl, NH-2-butyl, NH-3-hexyl, $NHCH(CH_2Ph)CH_2OMe$, $NHCH(Et)CH_2CH_2OMe$, NH-cyclobutyl, NH-cyclopentyl, NEtPr, NEtBu, NMePr, NMePh, Npr_2, $NPr(CH_2\text{-}c\text{-}C_3H_5)$, $N(CH_2CH_2OMe)_2$, morpholino, $N(CH_2Ph)CH_2CH_2OMe$, $N(Me)CH_2CH_2OMe$, $N(Et)CH_2CH_2OMe$, $N(CH_2\text{-}c\text{-}C_3H_5)CH_2CH_2OMe$, $N(CH_2\text{-}c\text{-}C_3H_5)Pr$, $N(CH_2\text{-}c\text{-}C_3H_5)Et$, OEt, $OCH(Et)CH_2OMe$, $OCH(Et)CH_2CH_2OMe$, $OCH(Me)CH_2CH_2OMe$, O-3-pentyl, O-2-pentyl, S-3-pentyl, S-2-pentyl, SEt, S(O)Et, SO_2Et, S-3-pentyl, S(O)-3-pentyl, SO_2-3-pentyl, S-2-pentyl, S(O)-2-pentyl, SO_2-2-pentyl, $CH(CO_2Et)_2$, $C(Et)(CO_2Et)_2$, $CH(Et)CH_2OH$, $CH(Et)CH_2OMe$, $CH(Et)CH_2CH_2OMe$, $CONMe_2$, $COCH_3$, COEt, COPr, CO-2-pentyl, CO-3-

pentyl, CH(OH)CH_3, C(OH)Me_2, C(OH)Ph-3-pyridyl, CH(OMe)CH_3, CH(OMe)Et, CH(OMe)Pr, CH(OEt)CH_3, CH(OPr)CH_3, 2-pentyl, 2-butyl, cyclobutyl, cyclopentyl, CH(Me)cyclobutyl, CH(OMe)cyclobutyl, CH(OH)cyclobutyl, CH(Me)cyclopropyl, CH(OMe)cyclopropyl, CH(OH)cyclopropyl, CH(Et)cyclobutyl, CH(Et)cyclopropyl, CH(OMe)cyclobutyl, CH(OMe)cyclopropyl, CH(OEt)cyclobutyl, CH(OEt)cyclopropyl, CH(Me)CH_2-cyclobutyl, CH(OMe)CH_2-cyclobutyl, CH(OH)CH_2-cyclobutyl, CH(Me)CH_2-cyclopropyl, CH(OMe)CH_2-cyclopropyl, CH(OH)CH_2-cyclopropyl, CH(Et)CH_2-cyclobutyl, CH(Et)CH_2-cyclopropyl, CH(OMe)CH_2-cyclobutyl, CH(OMe)CH_2-cyclopropyl, CH(OEt)CH_2-cyclobutyl, CH(OEt)CH_2-cyclopropyl, CH(CH_2OMe)cyclobutyl, CH(CH_2OMe)cyclopropyl, CH(CH_2OEt)cyclobutyl, CH(CH_2OEt)cyclopropyl, CH(cyclobutyl)$_2$, CH(cyclopropyl)$_2$, CH(Et)CH_2CONMe_2, CH(Et)$CH_2CH_2NMe_2$, CH(CH_2OMe)Me, CH(CH_2OMe)Et, CH(CH_2OMe)Pr, CH(CH_2OEt)Me, CH(CH_2OEt)Et, CH(CH_2OEt)Pr, CH($CH_2C{\equiv}CMe$)Et, and CH($CH_2C{\equiv}CMe$)Et.

13. (amended once) A pharmaceutical composition comprising a compound according to Claim 1 or 2 and a pharmaceutically acceptable carrier.

REMARKS

I. Claim Status

Claims 1, 2, 4-8, and 13 remain pending in this case. Claims 3, 9, and 10 are canceled. Claims 1, 2, 4, 5, 6, 8, and 13 have been amended. Provisos c and d have been deleted because they are redundant with provisos g and h in view of the election. Support for the amendments can be found throughout the specification. No new matter has been added.

II. Objections the claims